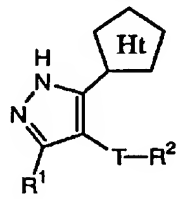
AMENDMENTS TO THE CLAIMS

Please replace all prior versions and listings of the claims with the amended claims as follows:

1. (Currently amended) A compound of formula I:



I

or a pharmaceutically acceptable salt thereof, wherein:

Ht is pyrazol-3-yl, having R^3 and QR^4 substituents;

R^1 is selected from R, ~~F, Cl, $N(R^8)_2$, OR, NRCOR, $NRCON(R^8)_2$, $CON(R^8)_2$, SO_2R, $NRSO_2R$, or $SO_2N(R^8)_2$~~;

T is ~~selected from~~ a valence bond ~~or a linker group~~;

each R is independently selected from hydrogen or an optionally substituted aliphatic group having one to six carbons;

R^2 is selected from phenyl or naphthyl ~~hydrogen, CN, halogen, or an optionally substituted group selected from aryl, aralkyl, heteroaryl, heterocyclyl, acyclic aliphatic chain group having one to six carbons, or a cyclic aliphatic group having three to ten carbons~~;

R^3 is selected from R, OH, OR, $N(R^8)_2$, F, Cl, or CN;

Q is a valence bond, J, or an optionally substituted C_{1-6} alkylidene chain wherein up to two nonadjacent carbons of the alkylidene chain are each optionally and independently replaced by J;

J is selected from -C(=O)-, $-CO_2-$, -C(O)C(O)-, $-NRCONR^8-$, $-N(R)N(R^8)-$, $-C(=O)NR^8-$, -NRC(=O)-, -O-, -S-, -SO-, $-SO_2-$, $-N(R)O-$, $-ON(R^8)-$, $-OC(=O)N(R^8)-$, -N(R)COO-, $-SO_2N(R^8)-$, $-N(R)SO_2-$, or $-N(R^8)-$;

R^4 is selected from $-R^8$, $-R^5$, $-NH_2$, $-NHR^5$, $-N(R^5)_2$, or $-NR^5(CH_2)_yN(R^5)_2$;

each R^5 is independently selected from R^6, R^7, $-(CH_2)_yCH(R^6)(R^7)$, $-(CH_2)_yR^6$, $-(CH_2)_yCH(R^6)_2$, $-(CH_2)_yCH(R^7)_2$, or $-(CH_2)_yR^7$;

y is 0-6;

each R^6 is an optionally substituted group independently selected from an aliphatic, aryl, aralkyl, aralkoxy, heteroaryl, heteroarylalkyl, heteroarylalkoxy, heterocyclyl, heterocyclylalkyl, or heterocyclylalkoxy, group;

each R^7 is independently selected from an optionally substituted aliphatic, hydroxyalkyl, alkoxyalkyl, aryloxyalkyl, or alkoxycarbonyl;

each R^8 is independently selected from R or two R^8 on the same nitrogen taken together with the nitrogen optionally form a four to eight membered, saturated or unsaturated heterocyclic ring having one to three heteroatoms;

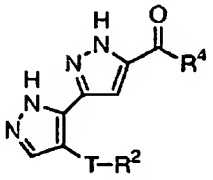
and each substitutable ring nitrogen is independently substituted by R, NR_2, COR, CO_2(C_1-C_6 optionally substituted alkyl), SO_2(C_1-C_6 optionally substituted alkyl), $CONR_2$, or SO_2NR_2;

provided that: (a) TR^2 and QR^4 are not the same; (b) TR^2 and R^3 are not the same; and (b) when Ht is pyrazol-3-yl and R^1 and R^3 are both hydrogen, then TR^2 is other than methyl when QR^4 is phenyl in the 4-position.

2-3. (Canceled)

4. (Currently amended) The compound according to claim 1 having one or more of the following features: (a) Q is -CO-, $-CO_2-$, or –CONH-; ~~(b) T is a valence bond;~~ (eb) R^1 is hydrogen~~ or NHR~~; (~~d~~c) R^2 is an optionally substituted ~~aryl~~ phenyl ring; (ed) R^3 is hydrogen; (~~f~~e) R^4 is selected from R^5, $-NHR^5$, $-N(R^5)_2$, $-NR^5R^6$, $-NHCHR^5R^6$, or $-NHCH_2R^5$; or (~~g~~f) R^5 is an optionally substituted group selected from aryl, aralkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl group, $(CH_2)_yR^6$, $(CH_2)_yR^7$, or $(CH_2)_yCH(R^6)(R^7)$.

5. (Previously amended) The compound according to claim 1 having the formula

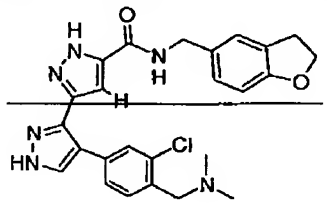
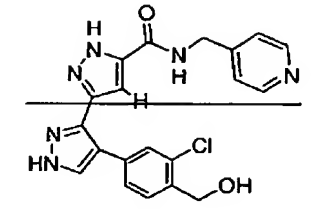


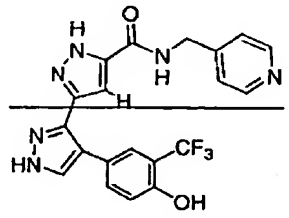
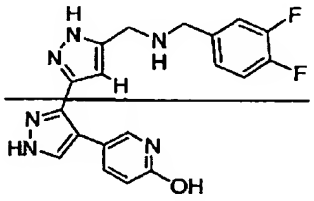
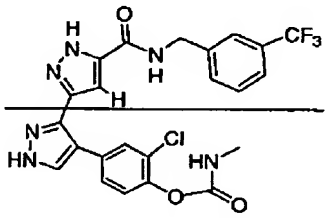
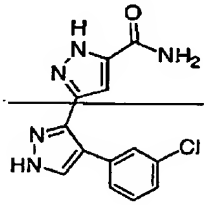
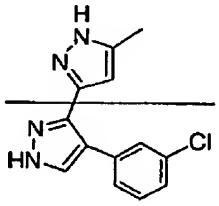
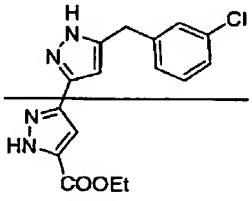
III-A

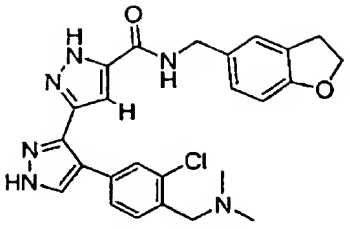
or a pharmaceutically acceptable salt thereof.

6. (Currently amended) The compound according to claim 5 having the following features: ~~(a) T is a valence bond;~~ (ba) R^2 is an optionally substituted ~~aryl~~ phenyl ring; (cb) R^4 is selected from R^5, -NHR^5, -$N(R^5)_2$, -NR^5R^6, -$NHCHR^5R^6$, or –$NHCH_2R^5$; and (dc) R^5 is an optionally substituted group selected from aryl, aralkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl group, -$(CH_2)_yR^6$, -$(CH_2)_yR^7$, or -$(CH_2)_yCH(R^6)(R^7)$.

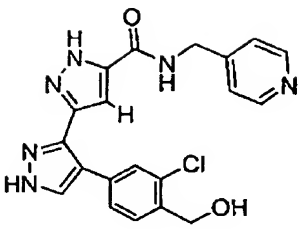
7. (Currently amended) The compound according to claim 1 wherein said compound is selected from the following ~~Table 1~~ compounds:

~~II-A-1~~	
~~II-A-2~~	

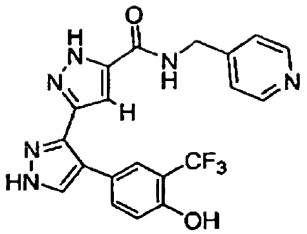
~~II-A-3~~	
~~II-A-4~~	
~~II-A-5~~	
~~II-A-6~~	
~~II-A-7~~	
~~II-A-8~~	



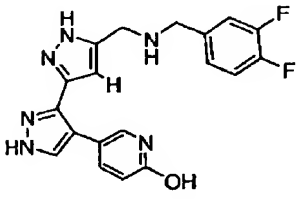
II-A 1



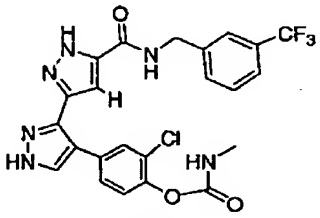
II-A 2



II-A 3

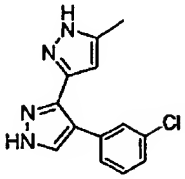


II-A 4



II-A 5

II-A 6



II-A 7

8. (Canceled)

9. (Currently amended) The compound according to claim 8 having one or more of the following features: ~~(a) Q is –CO–, –CO_2–, or –CONH–; (b) T is a valence bond;~~ (ea) R^2 is an optionally substituted ~~aryl~~ phenyl ring; ~~(d) R^3 is hydrogen; or~~ (eb) R^4 is selected from R^5, -NHR^5, -$N(R^5)_2$, -NR^5R^6, -$NHCHR^5R^6$, or –$NHCH_2R^5$; ~~or (f)~~ wherein R^5 is an optionally substituted group selected from aryl, aralkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl group, $(CH_2)_yR^6$, $(CH_2)_yR^7$, or $(CH_2)_yCH(R^6)(R^7)$.

10-12. (Canceled)

13. (Previously amended) A composition comprising a compound according to claim 1 in an amount sufficient to detectably inhibit protein kinase activity, said protein kinase selected from one or more of ERK, JAK, JNK, Aurora, GSK, KDR, AKT, or a protein kinase related thereto; and a pharmaceutically acceptable carrier.

14. (Canceled)

15. (Original) A composition according to claim 13 further comprising a therapeutic agent, either as part of a multiple dosage form together with said compound or as a separate dosage form.

16-25. (Canceled)